UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK
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FAT BRANDS INC.,

                     Plaintiff,

     -against-

PPMT CAPITAL ADVISORS, LTD., ROYAL
GULF CAPITAL CORPORATION, KARL
DOUGLAS, WESLEY RAMJEET, SJ GLOBAL
INVESTMENTS WORLDWIDE, LTD., SJ
GLOBAL INVESTMENTS LTD, PETER
SAMUEL, NEIL WALSH, KRISTINA FIELDS
AND MICKEY EDISON,
                        Defendants.
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Case No.: 19-cv-10497

DECLARATION OF ALLEN Z. SUSSMAN, ESQ. IN SUPPORT OF FAT BRANDS' MOTION FOR A DEFAULT JUDGMENT

The following declaration is made pursuant to 28 U.S.C. § 1746:

1. I am a partner of the law firm of Loeb & Loeb LLP ("Loeb"), based in the firm's Los Angeles office.

2. I submit this declaration based upon personal knowledge, except where stated on information and belief, and as to those matters, I am informed and believe them to be true.

3. Loeb presently represents FAT Brands Inc. ("Fat Brands") with respect to corporate and finance transactions, public securities reporting and other matters.

4. Loeb represented FAT Brands with respect to the preparation for and negotiation with PPMT Capital Ltd ("PPMT") of a whole business securitization debt financing transaction, pursuant to which PPMT's client would loan $60 million to a special purpose subsidiary of FAT Brands which would own all of the franchising businesses of FAT Brands. This transaction was later expanded to include the purchase of $40 million in additional equity securities to be issued by FAT Brands, for a total gross capital raise of $100 million.

5.   During these negotiations, PPMT was represented by the law firm of Kramer Levin Naftalis & Frankel LLP.

6.   In furtherance of the pending whole business securitization transaction and issuance of equity securities, Loeb attorneys and paralegals prepared numerous complex agreements, including a credit agreement, guaranty agreement, management agreement, contribution agreement, subscription agreement and investor rights agreement, extensive disclosure schedules, and numerous other ancillary documents.

7.   Additionally, Loeb attorneys and paralegals prepared and implemented a complex restructuring of FAT Brands' operating subsidiaries in order to properly organize its operations for the proposed securitization transaction.

8.   Loeb attorneys and paralegals also researched and drafted two highly technical legal opinions which were required to be delivered at the closing, including a 60-page "Non-Consolidation and True Sale Opinion," which is customarily given by issuer's counsel in securitization transactions.

9.   Further, so that FAT Brands would be properly structured to complete the debt financing, Loeb attorneys and paralegals invested significant resources to prepare an early termination of FAT Brands' then-existing credit facility, and to prepare FAT Brands' extensive library of trademarks to be pledged to the new lender in the securitization financing.

10. Loeb attorneys also participated in extensive telephone and email communications with PPMT's counsel, the Kramer Levin law firm, regarding the details of these complex transactions.

11. From August 2018 through December 2018, Loeb incurred approximately $534,100 in attorney and paralegal fees and disbursements pertaining to the preparation for and

negotiation of these transactions. To date, FAT Brands has paid Loeb approximately

$374,459 towards these amounts, and the balance remains outstanding and payable by FAT

Brands to Loeb.

12. Subsequently, in 2019, FAT Brands incurred significant costs, including Loeb's legal

fees and disbursements, in order to obtain a replacement credit facility that was necessary

due to the failed closing of the PPMT transactions. I understand that FAT Brands is not

seeking to recover those costs in this motion for a default judgment.

13. The public disclosure of Loeb's invoices to FAT Brands could result in the revealing of

attorney-client protected information pertaining to Loeb's representation of FAT Brands.

14. Loeb will make these invoices available to the Court for in camera review if required.

Executed on August 18, 2020

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Allen Z. Sussman